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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL		
OMB Number: 3235-0076		
Expires: May 31, 2002		
Estimated average burden hours per response... 1		
SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Next Game, Inc. Common Stock Financing, Round 3 - \$0.89979

Filing Under (Check box(es) that apply):

☐ Rule 504

☐ Rule 505

☒ Rule 506

☐ Section 4(6)

☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Next Game, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

444 Mississippi St., San Francisco, CA 94107

(415) 541-9103

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

Game community software development company and application service provider that specializes in secure multi-player peer-to-peer gaming technologies.

Type of Business Organization

☒ corporation

☐ limited partnership, already formed

☐ other (please specify):

☐ business trust

☐ limited partnership, to be formed

Month Year

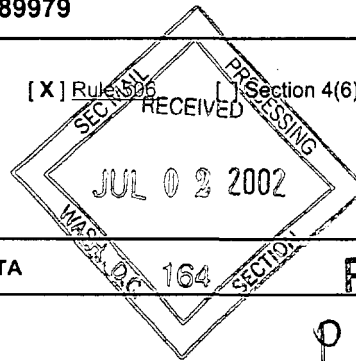
Actual or Estimated Date of Incorporation or Organization:

☐ 7 ☐ 1

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) ☐ D ☐ E



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JUL 18 2002

THOMSON
FINANCIAL

Business or Residence Address (Number and Street, City, State, Zip Code)
50 Lacewood Circle, North York, Ontario, Canada M3A 2Z4

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or
Managing Partner

Full Name (Last name first, if individual)
Laurie A. Miller

Business or Residence Address (Number and Street, City, State, Zip Code)
3542 Oak Knoll Drive, Redwood City, CA 94062

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or
Managing Partner

Full Name (Last name first, if individual)
David Herschman

Business or Residence Address (Number and Street, City, State, Zip Code)
444 Mississippi St., San Francisco, CA 94107

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Common Stock		
Debt	\$ 0	\$ 0
Equity	\$ 344,357	\$ 344,357
[X] Common [] Preferred (Series A)		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify	\$ 0	\$ 0
Total	\$ 344,357	\$ 344,357

Answer also in Appendix, Column 3, if filing under ULOE.

1. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	7	\$ 344,357
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

2. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

3. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[] \$ 0
Printing and Engraving Costs	[] \$ 0
Legal Fees	[] \$ 0
Accounting Fees	[] \$ 0
Engineering Fees	[] \$ 0
Sales Commissions (specify finders' fees separately)	[] \$ 0
Other Expenses (identify)	[] \$ 0
Total	[] \$ 0

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 3.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 344,357

4. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and